



**CHINA COME RIDE NEW ENERGY GROUP LIMITED**

**中國來騎哦新能源集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8039)**

**2024/2025**

**INTERIM REPORT**

## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the “Directors”) of China Come Ride New Energy Group Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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The board of Directors (the “Board”) announces the unaudited condensed consolidated results of the Group for the six months ended 30 September 2024 (“Period”) together with the comparative unaudited figures for the corresponding period in 2023.

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2024

	Note	Six months ended 30 September	
		2024 HK\$'000 (unaudited)	2023 HK\$'000 (unaudited)
<b>Revenue</b>	5	<b>15,510</b>	13,292
Cost of services		<b>(11,328)</b>	(9,610)
Gross profit		<b>4,182</b>	3,682
Other income		–	147
Administrative expenses		<b>(4,428)</b>	(4,071)
Finance costs		<b>(35)</b>	(29)
<b>Loss before tax</b>		<b>(281)</b>	(271)
Income tax expenses	6	–	–
<b>Loss and total comprehensive loss for the period attributable to owners of the Company</b>		<b>(281)</b>	(271)
<b>Loss per share</b>			
Basic (HK cents)	8	<b>(0.06)</b>	(0.05)

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2024

	Note	30 September 2024 HK\$'000 (unaudited)	31 March 2024 HK\$'000 (audited)
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	10	474	662
Right-of-use assets	9	492	856
Equity investment at fair value through other comprehensive income	11	4,424	4,424
		<b>5,390</b>	5,942
<b>CURRENT ASSETS</b>			
Trade and other receivables and contract assets	12	8,906	10,467
Bank balances and cash		2,352	4,838
		<b>11,258</b>	15,305
<b>CURRENT LIABILITIES</b>			
Trade and other payables	13	9,998	13,968
Other borrowings	14	5,500	5,500
Term loan		1,892	1,892
Lease liabilities		527	695
		<b>17,917</b>	22,055
<b>NET CURRENT LIABILITIES</b>		<b>(6,659)</b>	(6,750)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>(1,269)</b>	(808)
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities		-	180
<b>NET LIABILITIES</b>		<b>(1,269)</b>	(988)
<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>			
Share capital	15	4,930	4,930
Reserves		(6,199)	(5,918)
<b>CAPITAL DEFICIENCY</b>		<b>(1,269)</b>	(988)

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2024

	Attributable to owners of the Company					
	Issued capital HK\$'000	Share premium HK\$'000	Other reserves HK\$'000	Fair value reserve (non-recycling) HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2024 (audited)	4,930	43,081	5,000	237	(54,236)	(988)
Loss and total comprehensive income for the period	-	-	-	-	(281)	(281)
At 30 September 2024 (unaudited)	4,930	43,081	5,000	237	(54,517)	(1,269)

For the six months ended 30 September 2023

	Attributable to owners of the Company					
	Issued capital HK\$'000	Share premium HK\$'000	Other reserves HK\$'000	Fair value reserve (non-recycling) HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2023 (audited)	4,930	43,081	5,000	237	(49,384)	3,864
Loss and total comprehensive income for the period	-	-	-	-	(271)	(271)
At 30 September 2023 (unaudited)	4,930	43,081	5,000	237	(49,655)	3,593

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2024

	Six months ended 30 September 2024 HK\$'000 (unaudited)	2023 HK\$'000 (unaudited)
Net cash (used in)/generated from operating activities	(2,451)	105
Net cash generated from investing activities	–	1
Net cash (used in)/generated from financing activities	(35)	2,044
Net (decrease)/increase in cash and cash equivalents	(2,486)	2,150
Cash and cash equivalents as at the beginning of the period	4,838	3,958
Cash and cash equivalents as at the end of the period	2,352	6,108

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

*For the six months ended 30 September 2024*

## 1. GENERAL INFORMATION

The Company was incorporated and registered as an exempted company with limited liability on 29 July 2015 under the Companies Law of the Cayman Islands and acts as an investment holding company. Its shares have been listed on the GEM on 12 December 2016. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business is Unit E, 33rd Floor, Legend Tower, 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong.

The Group are principally engaged in the provision of comprehensive architectural and structural engineering consultancy service and other architectural services.

## 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The Group's unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") as well as with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on GEM The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules").

The unaudited condensed consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments, which are measured at fair values.

Other than additional accounting policies resulting from the application of new and amendments to Hong Kong Financial Reporting Standards ("HKFRSs"), the accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the six months ended 30 September 2024 are the same as those presented in the Group's annual financial statements for the year ended 31 March 2024.



## **2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES** *(CONTINUED)*

The application of the Amendments to References to the Conceptual Framework in HKFRSs and the amendments to HKFRSs in the current period has no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

## **3. ESTIMATES**

The preparation of unaudited condensed consolidated interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements of the Group as at and for the year ended 31 March 2024.

## **4. SEGMENT REPORTING**

The Group manages its operation by business lines in a manner consistent with the way in which information is reported internally to the Group's most senior executive management, being the chief operating decision maker, for the purposes of resource allocation and performance assessment. The management reviews the overall results and financial position of the Group as a whole. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

### **Information about geographical areas**

All of the activities of the Group are carried out in Hong Kong and all of the Group's revenue for the six months period ended 30 September 2024 and 2023 were derived from Hong Kong. Accordingly, no analysis of geographical information is presented.

## **5. REVENUE**

Revenue represents the contract revenue from provision of comprehensive architectural and structural engineering consultancy service, including licensing consultancy, alteration and addition works and minor works consultancy, inspection and certification and other architectural related consultancy.

## 6. INCOME TAX EXPENSES

The provision for Hong Kong Profits tax for 2024 is calculated at 8.25% for the first HK\$2,000,000 and 16.5% on the remaining balance (2023: 8.25% for the first HK\$2,000,000 and 16.5% on the remaining balance) of estimated assessable profits for the period. Since there was no estimated assessable profits for the six months ended 30 September 2024, no provision was made.

## 7. DIVIDEND

The Directors do not recommend the payment of any dividend for the six months ended 30 September 2024 (2023: HK\$ nil).

## 8. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

	<b>For the six months ended 30 September</b>	
	<b>2024</b>	2023
	<b>HK\$'000</b>	HK\$'000
	<b>(unaudited)</b>	(unaudited)
<b>Loss:</b>		
Loss for the purposes of basic and diluted loss per share:		
Loss attributable to owners of the Company	<b>281</b>	271
<b>Number of shares:</b>		
Weighted average number of ordinary shares ('000)	<b>493,000</b>	493,000

Diluted loss per share is the same as basic loss per share as there were no potential ordinary shares during the six months ended 30 September 2024 and 2023.

## 9. RIGHT-OF-USE ASSETS

The Group leases an office premises for its daily operations.

## 10. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvement HK\$'000	Furniture and fixtures HK\$'000	Total HK\$'000
<b>Reconciliation of carrying amount</b>			
<b>— period ended 30 September 2024</b>			
At the beginning of the period	662	–	662
Depreciation	(188)	–	(188)
<b>At the end of the reporting period</b>	<b>474</b>	<b>–</b>	<b>474</b>
Cost	750	78	828
Accumulated depreciation	(276)	(78)	(354)
	474	–	474
<b>Reconciliation of carrying amount</b>			
<b>— year ended 31 March 2024</b>			
At the beginning of the year	–	–	–
Addition	750	–	750
Depreciation	(88)	–	(88)
<b>At the end of the reporting period</b>	<b>662</b>	<b>–</b>	<b>662</b>
Cost	750	78	828
Accumulated depreciation	(88)	(78)	(166)
	662	–	662

## 11. EQUITY INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	Note	30 September 2024 HK\$'000 (unaudited)	31 March 2024 HK\$'000 (audited)
Equity securities designated at FVOCI (non-recycling)			
– Unlisted securities	(i) (ii)	4,424	4,424

Notes:

- (i) Financial assets at fair value through other comprehensive income (FVOCI) comprise equity securities which the Group intends to hold for strategic purposes, and which the Group has irrevocably elected at initial recognition to recognise in this category.
- (ii) The Group held shares in Kin On Engineering (International) Limited, a company incorporated in Hong Kong SAR.

## 12. TRADE AND OTHER RECEIVABLES

		30 September 2024 HK\$'000 (unaudited)	31 March 2024 HK\$'000 (audited)
<b>Trade receivables</b>			
Trade receivables from third parties		6,479	10,986
Less: allowance for expected credit loss		(1,155)	(1,155)
	12a	5,324	9,831
<b>Contract assets</b>			
Contract assets		905	–
Less: allowance for expected credit loss		–	–
	12b	905	–
Sub-total		6,229	9,831
<b>Other receivables</b>			
Deposits, prepayments		2,215	342
Other receivables		302	134
Amount due from an investee company		160	160
		2,677	636
		8,906	10,467

## 12. TRADE AND OTHER RECEIVABLES (CONTINUED)

### 12a) Trade receivable

In normal practice, the Group does not allow any credit period to its customers. As of the end of the reporting period, the ageing analysis of trade receivables based on invoice date and net of loss allowance is as follows:

	<b>30 September 2024 HK\$'000 (unaudited)</b>	31 March 2024 HK\$'000 (audited)
Within 30 days	<b>2,123</b>	7,194
31–60 days	<b>688</b>	370
61–90 days	<b>303</b>	79
91–180 days	<b>60</b>	65
Over 180 days	<b>2,150</b>	2,123
	<b>5,324</b>	9,831

### 12b) Contract assets

	<b>30 September 2024 HK\$'000 (unaudited)</b>	31 March 2024 HK\$'000 (audited)
At the beginning of the period	–	1,884
Increase due to operation in the year	<b>905</b>	–
Reversal of impairment loss	–	21
Transferred to trade receivables	–	(1,905)
At the end of the reporting period	<b>905</b>	–

At 30 September 2024, the contract assets are expected to be recovered within 1 year.

Contract assets arise when the Group has right to consideration for completion of contracts and not yet billed under the relevant contracts, and their right is conditional on factors other than passage of time. Any amount previously recognised as a contract asset is reclassified to trade debtors when such right becomes unconditional other than the passage of time.

### 13. TRADE AND OTHER PAYABLES

	Note	30 September 2024 HK\$'000 (unaudited)	31 March 2024 HK\$'000 (audited)
<b>Trade payables</b>			
Trade payables — third parties	(a)	—	2,238
Contract liabilities	(c)	—	216
		—	2,454
<b>Other payables</b>			
Accrued charges and other creditors		5,525	7,041
Interest payables		12	12
Amount due to a director	(b)	2,490	2,490
Amount due to ultimate holding company*	(b)	1,971	1,971
		9,998	11,514
		9,998	13,968

\* Included an amount due to ultimate holding company by the Company of approximately HK\$1,941,000 and by three subsidiaries of approximately HK\$30,000.

#### (a) Trade payables

As of the end of the reporting period, the ageing analysis of trade payables based on invoice date, is as follows:

	30 September 2024 HK\$'000 (unaudited)	31 March 2024 HK\$'000 (audited)
1–30 days	—	2,238

### 13. TRADE AND OTHER PAYABLES (CONTINUED)

#### (b) Amount due to a director/ultimate holding company

The amounts due are interest free, unsecured and repayable on demand.

#### (c) Contract liabilities

The movements (excluding those arising from increases and decreases both occurred within the same year) of contract liabilities from contracts with customers within HKFRS 15 during the year are as follows:

	<b>30 September 2024 HK\$'000 (unaudited)</b>	31 March 2024 HK\$'000 (audited)
At the beginning of the year	<b>216</b>	–
Recognised as revenue	<b>(216)</b>	–
Billings in advance of performance obligation	–	216
At the end of the reporting period	–	216

Contract liabilities are balances due to customers under construction contracts. These arise if a particular milestone payment exceeds the revenue recognised to date under the cost-to-cost method.

The amount of billings in advance of performance received that is expected to be recognised as income within one year.

### 14. OTHER BORROWINGS

During the year ended 31 March 2020, the Group received an advance of HK\$5.5 million (“Alleged Debt”). The proceeds of the Group’s Alleged Debt was received through a subsidiary of the Company, namely Golden Legend Capital Limited. The current management has been unable to reach certain former directors of the Company who are also the directors (“Former Directors”) of the subsidiary, to obtain loan agreements and representations in relation to the Alleged Debt.

#### **14. OTHER BORROWINGS (CONTINUED)**

On 20 July 2020, a statutory demand served on the Company by a purported creditor to demand the Company to pay for the Alleged Debt with accrued interest in an aggregate amount of approximately HK\$5.8 million within 3 weeks after service of the statutory demand. If no payment was made by the expiry of the 3-week period, the creditor might present a winding-up petition against the Company. On 23 September 2020, the Company received a writ of summons issued in the Court of First Instance of the High Court of Hong Kong by the same purported creditor. Pursuant to the writ, the plaintiff claims against the Company for the Alleged Debt with accrued interest.

The Company received the statement of claim in relation to the Writ on 8 December 2020 in which the Plaintiff claimed against the Company, inter alia, approximately HK\$5.8 million, being the principal and interest of the Alleged Debt. The Company's lawyer is contesting the claim in the legal proceedings for the time being.

On the other hand, since the current management has been unable to reach the Former Directors, on 31 July 2020 the Company issued and filed the writ of summons, together with the statement of claim dated 30 July 2020, against the Former Directors for breach of the directors' duties in the High Court of Hong Kong. Application was made to the said court to serve the writ out of jurisdiction on the Former Directors in the People Republic of China. As advised by the legal advisers of the Company in respect of this litigation in June 2021, service of the writ to them through the PRC Judiciary was unsuccessful. The Company is considering the legal adviser's advice on application for substituted service of the writ to them, and has to locate their address first. However, there is no progress in locating the whereabouts of them as at the date of this report.

For details, please refer to the announcements of the Company dated 24 January 2020, 31 July 2020, 31 August 2020 and 8 October 2020.



## 15. SHARE CAPITAL

	Number of Shares '000	HK\$'000
<b>Authorised:</b>		
At 1 April 2023, 31 March 2024, and 30 September 2024 ordinary shares of HK\$0.01 each	2,000,000	20,000
<b>Issued and fully paid:</b>		
At 1 April 2023, 31 March 2024 and 30 September 2024 ordinary shares of HK\$0.01 each	493,000	4,930

## 16. EVENT AFTER THE REPORTING PERIOD

Up to the date of this report, there was no other significant event relevant to the business or financial performance of the Group that come to the attention of the Directors after the six months period ended 30 September 2024.

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW AND OUTLOOK

The Group is principally engaged in the provision of comprehensive architectural and structural engineering consultancy service and other architectural service. During the six months ended 30 September 2024, the Group was focused on developing new business opportunities on projects with large contract sum through providing other types of architectural-related services including construction related works.

The revenue of the Group was approximately HK\$15.5 million for the six months ended 30 September 2024 (2023: approximately HK\$13.3 million, which represented approximately 16.7% increase compared to the corresponding period in 2023). The loss for the six months ended 30 September 2024 was approximately HK\$0.3 million (2023: HK\$0.3 million). The reasons of such changes can be found under the Financial Review section below.

Going forward, the Group will continue to actively explore new opportunities and/or business diversification such as the new energy industry, and also plan to extend new business geographical coverage such as the mainland China. These strategic directions aim to capture new business opportunities in the market and contribute satisfactory long-term returns to our shareholders. Such achievements depend on whether we can attract competent professionals to join the Group.

In view of the current economic environment, the Group will seek to minimise risk exposure by bargaining better terms from sub-contractors, minimising expenses, securing projects and closely monitoring recoverability of the receivables to keep the operations of the Group as usual.

## **FINANCIAL REVIEW**

### ***Revenue***

The Group's revenue is generated from the contract revenue from provision for comprehensive architectural and structural engineering consultancy service in Hong Kong, including licensing consultancy, alternation and addition works and minor works consultancy, inspection and certification and other architectural related consultancy.

The total revenue for the Period was approximately HK\$15.5 million (2023: approximately HK\$13.3 million) which represented approximately HK\$2.2 million or 16.7% increase as compared to the corresponding period in 2023. Such change was mainly attributable to the revenue contribution from projects with larger contract sum.

The gross profit margin decreased from approximately 27.7% for the six months ended 30 September 2023 to approximately 27.0% in the Period. Such change was relatively small.

### ***Administrative expenses***

The total administrative expenses for the Period was approximately HK\$4.4 million (2023: approximately HK\$4.1 million) and there was an increase of approximately HK\$0.3 million or 8.8%. Such increase was mainly due to increase in various expenses and the change was also relatively small.

### ***Income tax expenses***

The income tax expenses for the Period was HK\$nil (2023: HK\$nil) at the rate of 8.25% for the first HK\$2,000,000 and 16.5% on the remaining balance of estimated assessable profits for the Period.

### ***Loss for the period***

The Group recorded a net loss attributable to owners of the Company of approximately HK\$0.3 million for the Period (2023: approximately HK\$0.3 million).

## **LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE**

During the Period, the Group financed its operations by cash flow from operating activities. As at 30 September 2024, the Group had net current liabilities of approximately HK\$6.7 million (31 March 2024: HK\$6.8 million), including bank and cash balances of approximately HK\$2.4 million (31 March 2024: HK\$4.8 million). The current ratio, being the ratio of current assets to current liabilities, was approximately 0.6 times as at 30 September 2024 (31 March 2024: 0.7 times).

The capital of the Group comprises only ordinary shares. Total capital deficiency to owners of the Company amounted to approximately HK\$1.3 million as at 30 September 2024 (31 March 2024: approximately HK\$1.0 million).

## **EMPLOYEES AND REMUNERATION POLICY**

As at 30 September 2024, the Group had 20 (2023: 27) employees. Total staff and directors' remuneration for the Period was approximately HK\$5.3 million (2023: HK\$6.1 million). The Group's remuneration policies are formulated on the basis of performance, qualifications and experience of individual employee and with reference to the prevailing market conditions. The Group's remuneration packages comprise monthly fixed salaries and discretionary year-end bonuses based on individual performance, which are paid to employees as recognition of, and reward for, their contributions.

## **CHARGES ON THE GROUP'S ASSETS**

The Group did not have any charge arranged with any financial institution in Hong Kong as at 30 September 2024 (2023: nil).

## **FOREIGN EXCHANGE EXPOSURE**

The revenue and business costs of the Group were principally denominated in Hong Kong dollars, and as such the exposure to the risk of foreign exchange rate fluctuations for the Group was minimal. Hence, no financial instrument for hedging was employed.

## **CONTINGENT LIABILITIES**

No material contingent liability had come to the attention of the Directors in the six months ended 30 September 2024 and up to the date hereof.

## **EVENT AFTER THE REPORTING PERIOD**

Up to the date of this report, there was no other significant event relevant to the business or financial performance of the Group that come to the attention of the Directors after the six months period ended 30 September 2024.

## **LITIGATIONS**

References are made to the announcements of the Company dated 13 July 2020, 21 July 2020, 31 August 2020 and 8 October 2020 in relation to, amongst others, the Alleged Bond and the Alleged Debt. The Company received the statement of claim in relation to the Writ on 8 December 2020 in which the Plaintiff claimed against the Company, inter alia, HK\$5,830,000 being the principal and interest of the Alleged Debt. The Company's lawyer is contesting the claim in the legal proceedings. The plaintiff and the Company have exchanged their respective witness statements, Mediation took place but was unsuccessful. Case Management Summons hearing is scheduled in 15 October 2024.

Reference is also made to the announcement of the Company dated 31 August 2020 in relation to the claim against three ex-directors, namely Mr. Sun Xiao Li, Mr. Gu Jintai and Ms. Shi Lijie for breach of fiduciary duties. The writ was lodged at the Hong Kong Judiciary on 9 November 2020 for service out of jurisdiction through the PRC Judiciary on them at their last known PRC addresses. As advised by the legal advisers of the Company in respect of this litigation in June 2021, service of the writ to them through the PRC Judiciary was unsuccessful. The Company is considering the legal adviser's advice on application for substituted service of the writ to them, and has to locate their address first. However, there is no progress in locating the whereabouts of them as at the date of this report.

## **FUND RAISING ACTIVITIES AND USE OF PROCEEDS**

There was no fund raising activity during the Period.

## OTHER INFORMATION

### INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVES IN SECURITIES

As at 30 September 2024, the interests and short positions of the Directors and chief executives of the Company (the “Chief Executives”) in the ordinary shares with a par value of HK\$0.01 each in the Company (“Shares”), underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer set out in rules 5.48 to 5.67 of the GEM Listing Rules (the “Model Code”) were as follows:

#### *Long Position in the Shares*

<b>Name of Directors</b>	<b>Capacity/ Nature of interests</b>	<b>Number of share held</b>	<b>Approximate percentage of issued share capital</b>
New Energy Business Cluster Company Limited ( <i>Note</i> )	Beneficial owner	265,865,000	53.93%
Mr. Zhou Renchao (“Mr. Zhou”) ( <i>Note</i> )	Interest of a controlled corporation	265,865,000	53.93%

*Note:* Mr. Zhou owns 85% equity interest of New Energy Business Cluster Company Limited with the remaining 15% equity interest owned by Mr. Cai Zhengfeng, which is interested in 265,865,000 shares of the Company, representing approximately 53.93% of the entire issued share capital of the Company.

## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS OF THE COMPANY IN SECURITIES

So far as is known to the Directors and the Chief Executives, as at 30 September 2024, the interests and short positions of the persons or corporations (other than the Directors and the Chief Executives) in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

### *Long position in the Shares*

<b>Name of Directors</b>	<b>Capacity/ Nature of interests</b>	<b>Number of share held</b>	<b>Approximate percentage of issued share capital</b>
New Energy Business Cluster Company Limited ( <i>Note</i> )	Beneficial owner	265,865,000	53.93%
Mr. Zhou Renchao ("Mr. Zhou") ( <i>Note</i> )	Interest of a controlled corporation	265,865,000	53.93%

*Note:*

Mr. Zhou owns 85% equity interest of New Energy Business Cluster Company Limited with the remaining 15% equity interest owned by Mr. Cai Zhengfeng, which is interested in 265,865,000 shares of the Company, representing approximately 53.93% of the entire issued share capital of the Company.

Save as disclosed above, as at 30 September 2024, there was no person or corporation (other than the Directors and the Chief Executives) who had any interest or short position in the Shares or underlying Shares as recorded in the register of interests required to be kept by the Company under section 336 of the SFO.

### **OTHER INTERESTS DISCLOSEABLE UNDER THE SFO**

Save as disclosed above, so far as is known to the Directors, there was no other person who had interest or short position in the Shares and underlying Shares that is discloseable under Chapter 18 of the GEM Listing Rules.

## SHARE OPTION SCHEME

The purpose of the share option scheme is to enable the Company to grant options to any employee, adviser, consultant, agent, contractors, client, supplier, customer and/or such other person, who in the sole discretion of the Board has contributed or may contribute to our Group (the “Eligible Participant”). The Company conditionally adopted a share option scheme (the “Scheme”) on 21 November 2016 which has become effective since 12 December 2016 (the “Effective Date”) whereby the Board are authorised, at their absolute discretion and subject to the terms of the Scheme, to grant options to subscribe for the shares of the Company to the Eligible Participant. The Scheme will be valid and effective for a period of ten years commencing from the Effective Date. Terms used below shall have the same meaning as those defined in the section “D. Share Option Scheme” in Appendix IV to the Prospectus.

An offer of the grant of option(s) shall be made to an Eligible Participant by letter in such form as the Board may from time to time determine requiring the Eligible Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of the Scheme and shall remain open for acceptance by the Eligible Participant concerned until 5:00 p.m. on the 20th business days following the Offer Date provided that no such offer shall be open for acceptance after the Scheme Period or after the Scheme has been terminated.

An Option shall be deemed to have been granted and accepted when the duplicate of the offer letter as referred to above comprising acceptance of the Option duly signed by the Grantee together with a remittance in favour of our Company of HK\$1.00 or any other amount as determined by the Board by way of consideration for the grant thereof is received by our Company within the period open for acceptance referred to above. Such remittance shall in no circumstances be refundable.

The subscription price for the shares subject to Options will be a price determined by the Board and notified to each participant and shall be the highest of: (i) the closing price of the shares as stated in the Stock Exchange’s daily quotations sheet on the date of offer of the grant of option, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange’s daily quotations sheets for the 5 business days immediately preceding the date of offer of the grant of option; and (iii) the nominal value of a share.

As at the date of this report, the maximum number of shares available for issue under the Scheme is 41,800,000 shares, representing approximately 10% of the issued share capital of the Company as at the date of adoption of the Scheme.



The Company may at any time refresh such limit, subject to the shareholders' approval and issue of a circular in compliance with the GEM Listing Rules, provided that the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the shares in issue at the time of refreshment. An option may be exercised in accordance with the terms of the Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

The total number of shares issued and to be issued upon exercise of the options granted and to be granted to each Eligible Participant (including exercised, cancelled and outstanding options) under the Share Option Scheme and any other share option scheme of the Company in any 12-month period up to and including the date of offer of the grant of option shall not exceed 1% of the total number of shares in issue for the time being. Any further grant of options in excess of this limit is subject to shareholder's approval in general meeting.

As at the date of this report and since the adoption of the Scheme, no share option has been granted by the Company.

## **RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed under the paragraphs headed "Interests and Short Positions of the Directors and Chief Executives in Securities" and "Share Option Scheme" in this report, at no time during the Period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

Save as disclosed above, at no time during the Period had the Directors and the Chief Executives (including their spouses and children under 18 years of age) any interest in, or been granted, or exercised any rights to subscribe for the Shares (or warrants or debentures, if applicable) of the Company and its associated corporations (within the meaning of the SFO).

## **COMPETING INTERESTS**

As at 30 September 2024, none of the Directors and their respective associates (as defined in the GEM Listing Rules) had any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

## **COMPLIANCE WITH THE CORPORATE GOVERNANCE**

### ***Corporate Governance Code***

The Company is committed to achieving high standards of corporate governance to safeguard the interests of the shareholders and enhance its corporate value. The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code under Appendix C1 of the GEM Listing Rules (the "CG Code").

The Company had complied throughout the six months ended 30 September 2024 with all the code provisions as set out in the CG Code, except for described below.

The Company fails to meet the following requirements: (i) the requirement under Rule 5.05(1) of the GEM Listing Rules that the board must include at least three independent non-executive directors; (ii) the requirement under Rule 5.28 of the GEM Listing Rules and the terms of reference of the audit committee of the Company that the audit committee must comprise a minimum of three members.

### ***Model Code for Securities Transactions by Directors***

The Company has adopted the required standard of dealings set out in the Rules 5.48 to 5.67 of the GEM Listing Rules as its code of conduct for dealing in securities of the Company by the Directors. The Company had made specific enquiries to the Directors, and all of them had confirmed they had complied with the required standard of dealings as set out in the Model Code throughout the Period.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

During the Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

## **REVIEW OF UNAUDITED INTERIM RESULTS**

The condensed consolidated financial results of the Group for the Period has not been reviewed nor audited by the Company's auditor, McMillan Woods (Hong Kong) CPA Limited (Registered Public Interest Entity Auditor), but has been reviewed by the Audit Committee of the Company, which comprises the three independent non-executive Directors of the Company.

By order of the Board

**China Come Ride New Energy Group Limited**

**Zhou Renchao**

*Chairman and Executive Director*

Hong Kong, 29 November 2024

*As at the date of this report, the executive Directors are Mr. Zhou Renchao, Mr. Wang Taoquan and Mr. Cao Dayong; and the independent non-executive Directors are Ms. Siu Yuk Ming, Ms. Wang Yumei and Mr. Ang Yunchun.*